

This document was signed electronically on August 8, 2022, which may be different from its entry on the record.

**IT IS SO ORDERED.**

Dated: August 8, 2022



  
**ALAN M. KOSCHIK**  
U.S. Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF OHIO**

**In re:**

**G.D.S. EXPRESS, INC., et al.**

**Case No. 19-53034<sup>1</sup>-AMK  
(Jointly Administered)**

**Chapter 7**

**Debtor**

**Judge Alan M. Koschik**

**ORDER GRANTING CHAPTER 7 TRUSTEE'S MOTION FOR  
SUBSTANTIVE CONSOLIDATION OF THE DEBTORS' ESTATES**

This matter came before the Court for hearing on August 3, 2022 (the "Hearing"), upon the Motion of the Chapter 7 Trustee filed on July 13, 2022 for Substantive Consolidation of the estates of G.D.S. Express, Inc. ("GDS") and its affiliated debtors, GDS Express Group, Inc., Case No. 19-53035; Business Transportation Services, Inc., Case No. 19-53036; G&M Towing & Recovery, LLC, Case No. 19-53049; Noble's, Inc., Case No. 19-53037; Nuway Logistics Group, LLC, Case No. 19-53038; Wills Trucking Co., Case No. 19-53040; Better Management

---

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: GDS Express, Inc. (0646), case no. 19-53034; GDS Express Group, Inc. (5619), case no. 19-53035; Business Transportation Services, Inc. (0972), case no. 19-53036; G&M Towing & Recovery, LLC (8021), case no. 19-53049; Noble's, Inc. (7367), case no. 19-53037; Nuway Logistics Group, LLC (5286), case no. 19-53038; Wills Trucking Co. (3631), case no. 19-53040; Better Management Corporation of Ohio, Inc. (3107), case no. 19-53041; and Container Management Services, LLC (5436), case no. 19-53042.

Corporation of Ohio, Inc., Case No. 19-53041; and Container Management Services, LLC, Case No. 19-53042 (collectively, the “Debtors”) into one estate.

It appears to the Court that the Motion, notice of Motion, and notice of the Hearing were duly served upon all Debtors, all creditors who filed proofs of claim in any of the Debtors’ cases, all scheduled creditors, parties who filed a request for notice, and parties who entered a notice of appearance in any of the Debtors’ cases as identified on the certificate of service filed in these cases. There have been no objections or other responses presented to the Court regarding the Motion, nor did any party appear in opposition to the Motion at the Hearing.

The Court has reviewed the Motion and considered the statements of counsel made at the Hearing, the record of these proceedings, and the applicable law. The Court finds that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) venue for this matter is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409, and (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b); after due deliberation, the Court concludes that substantive consolidation is appropriate in light of the factors identified in the Motion and at the Hearing; and that substantive consolidation would be in the best interests of the Debtors, the creditors and the estates and should, therefore, be approved. The Court finds that the Trustee’s Motion is well taken.

**IT IS HEREBY ORDERED THAT:**

1. The Motion is hereby GRANTED in its entirety.
2. The estates of GDS Express Group, Inc., Case No. 19-53035; Business Transportation Services, Inc., Case No. 19-53036; G&M Towing & Recovery, LLC, Case No. 19-53049; Noble’s, Inc., Case No. 19-53037; Nuway Logistics Group, LLC, Case No. 19-53038;

Wills Trucking Co., Case No. 19-53040; Better Management Corporation of Ohio, Inc., Case No. 19-53041; and Container Management Services, LLC, Case No. 19-53042 are substantively consolidated into the estate of G.D.S. Express, Inc., Case No. 19-53034 (the “Consolidated Debtor”), and all assets and liabilities of the Debtors shall be deemed merged, all inter-company claims among the Debtors shall be eliminated, all guarantees of the Debtors of the obligations of any other Debtor shall be deemed eliminated so that any claim against any Debtor and any guarantee thereof executed by any other Debtor and any joint or several liability of any of the Debtors shall be deemed to be one obligation of the Consolidated Debtor, and each and every claim filed or to be filed in the cases of any Debtor shall be deemed filed against the Consolidated Debtor, and shall be deemed one claim against the Consolidated Debtor.

3. The caption of the substantively consolidated estates shall be, and all docket entries shall read as follows:

In re:	)	Case No. 19-53034
	)	(Substantively Consolidated)
G.D.S. Express, Inc.	)	
	)	Chapter 7
Debtor	)	
	)	Judge Alan M. Koschik
	)	

4. The agreement between the Trustee and Northwest Bank to divide the accounts receivable collected by the Trustee after the conversion date is hereby approved, with 25% to the substantively consolidated estate and 75% to Northwest Bank based upon Northwest Bank’s first priority secured superpriority claim against said accounts receivable, with the exception of refunds from Great West Casualty Co., one of the Debtor’s insurers, which drew on the Debtors’ letter of credit with Northwest Bank. Those refunds will be paid 100% to Northwest Bank.

5. The Clerk of Court is hereby directed to enter this Order on the dockets of GDS Express Group, Inc., Case No. 19-53035; Business Transportation Services, Inc., Case No. 19-53036; G&M Towing & Recovery, LLC, Case No. 19-53049; Noble's, Inc., Case No. 19-53037; Nuway Logistics Group, LLC, Case No. 19-53038; Wills Trucking Co., Case No. 19-53040; Better Management Corporation of Ohio, Inc., Case No. 19-53041; and Container Management Services, LLC, Case No. 19-53042

# # #

Prepared, Approved and Submitted by:

/s/ Andrew W. Suhar  
Andrew W. Suhar, Esq. (#0058419)  
Melissa Macejko, Esq. (#0070974)  
29 E. Front St., 2<sup>nd</sup> Floor  
P.O. Box 1497  
Youngstown, OH 44501-1497  
Telephone: (330) 744-9007

Counsel for the Chapter 7 Trustee

Approved by:

/s/ John Kostelnik per email consent 08/03/2022  
John Kostelnik, Esq. (#0014919)  
Frantz Ward LLP  
200 Public Square, Suite 3000  
Cleveland, OH 44114  
Telephone: (216) 515-1636

Counsel for Northwest Bank

**NOTICES TO:**

- **Susan M. Argo** sargo@graydon.law
- **Daniel J. Bennett** dan@danbennettlaw.com
- **Joseph C. Bishara** jbishara@roth-blair.com
- **Branson Dunlop** bdunlop@graydon.law
- **Gregory R. Farkas** gfarkas@frantzward.com, dlbeatrice@frantzward.com
- **Bridget Aileen Franklin** bfranklin@brouse.com, tpalcic@brouse.com;mmiller@brouse.com
- **James H. Gordon** jgordon@gordonlawco.com
- **Harry W. Greenfield** hgreenfield@bernsteinlaw.com, lyoung@bernsteinlaw.com
- **Steven Heimberger** sheimberger@rlblp.com, HeimbergerSR82735@notify.bestcase.com
- **Roland Gary Jones** rgj@rolandjones.com
- **Vera Kanova** verkanova@pa.gov
- **John F. Kostelnik** jkostelnik@frantzward.com, dlbeatrice@frantzward.com
- **Jeffrey M. Levinson** jml@jml-legal.com
- **Melissa M. Macejko** mmacejko@suharlaw.com, melissamacejko@sbcglobal.net;scampbell@suharlaw.com
- **Melissa M. Macejko** akrontr@suharlaw.com, mmm@trustesolutions.net;scampbell@suharlaw.com;mstewart@suharlaw.com
- **Louise M. Mazur** lmazur@brouse.com, mrobertson@brouse.com
- **Marc Merklin** mmerklin@brouse.com, tpalcic@brouse.com;mmiller@brouse.com
- **Craig W. Relman** crelman@aol.com
- **Jean R. Robertson** jean@jrr-legal.com, 5footjean@gmail.com
- **John J. Rutter** jrutter@ralaw.com
- **Scott N. Schaeffer** scott@ksrlegal.com
- **William Lawrence Shirer** wls@shirer.net
- **Howard S. Smotkin** hss@stoneleyton.com
- **Michael A. Steel** msteel@steelcolaw.com, masteel@bmdllc.com
- **United States Trustee** (Registered address)@usdoj.gov
- **Joshua Ryan Vaughan** jvaughan@amer-collect.com, SAllman@AMER-COLLECT.COM;HouliECF@aol.com
- **Anastasia Joy Wade** awade@brouse.com
- **Julie K. Zurn** jzurn@brouse.com, tpalcic@brouse.com
- **Amy Good ust08** amy.l.good@usdoj.gov

All Debtors, creditors, and parties-in-interest on this Court's mailing matrix via regular U.S. mail for G.D.S. Express, Inc., Case No. 19-53034; GDS Express Group, Inc., Case No. 19-53035; Business Transportation Services, Inc., Case No. 19-53036; G&M Towing & Recovery, LLC, Case No. 19-53049; Noble's, Inc., Case No. 19-53037; Nuway Logistics Group, LLC, Case No. 19-53038; Wills Trucking Co., Case No. 19-53040; Better Management Corporation of Ohio, Inc., Case No. 19-53041; and Container Management Services, LLC, Case No. 19-53042